

RECORDATION NO. 17121-L FILED

APR 7 '98

11-00AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D C

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ELLSWORTH C. ALVORD (1964)

20006-2973

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OF COUNSEL
URBAN A. LESTER

April 7, 1998

Mr Vernon A Williams
Secretary
Surface Transportation Board
Washington, D C 20423

Dear Mr Williams:

Enclosed for recordation pursuant to the provisions of 49 U S C. Section 11301(a), are five (5) copies of a Bill of Sale and Partial Release, dated March 20, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement and Security Agreement (GATC Trust 90-2) which were previously filed with the Commission under Recordation Numbers 17121 and 17121-A.

The names and addresses of the parties to the enclosed document are

Bill of Sale

Seller/Lessor: Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market
Wilmington, Delaware 19890

Buyer/Lessee General American Transportation Corporation
500 West Monroe Street
Chicago, Illinois 60661

RECEIVED
SURFACE TRANSPORTATION
BOARD
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County Parts - 2

Mr Vernon A Williams
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Partial Release

Debtor. Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Secured Party. Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

A description of the railroad equipment covered by the enclosed document is.

railcar GACX 73288 is being deleted from the Lease and Security
Agreement

Also enclosed is a check in the amount of \$26 00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord and Alvord

918 Sixteenth Street, NW., Ste. 200

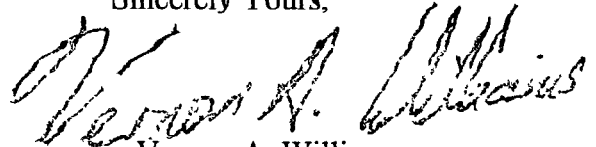
Washington, DC., 20006-2973

DATE:4/7/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C
11301 and 49 CFR 1177.3 (c), on 4/7/98 at 11:00AM
assigned recordation numbers (s). .14523-B,14996-C, 17121-L,17913-H,17914-F and
17914-G.

Sincerely Yours,

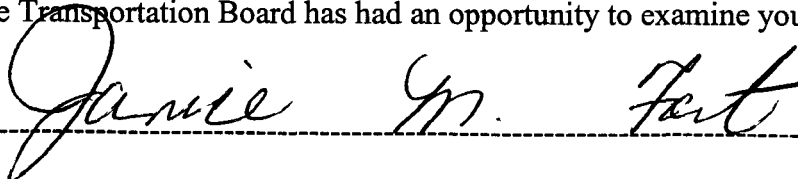

Vernon A. Williams
Secretary

Enclosure(s)

156.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature-----



APR 7 '98

11-00AM

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATC Trust 90-2, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 73288 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Harris Trust & Savings Bank, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 90-2 dated as of December 14, 1990 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: MARCH 20, 1998

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 
Title: Financial Services Officer

Harris Trust & Savings Bank,
as Indenture Trustee

By: _____
Title: _____

State of Delaware)
) SS
County of New Castle)

On this 20 day of March, 1998, before me personally appeared
CHARLOTTE PAGLIA, to me personally known, who being by me duly sworn, say that he is
~~Financial Services Officer~~ of Wilmington Trust Company, that said instrument was signed on such
date on behalf of said corporation by authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires: **PATRICIA W. ZINK**
NOTARY PUBLIC
My commission expires July 12, 1999

State of Illinois)
) SS
County of Cook)

On this _____ day of _____, 1998, before me personally appeared
_____, to me personally known, who being by me duly sworn, say that he is
_____ of Harris Trust & Savings Bank, that said instrument was signed on such
date on behalf of said corporation by authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATC Trust 90-2, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 73288 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Harris Trust & Savings Bank, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 90-2 dated as of December 14, 1990 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: _____, 1998

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: _____
Title: _____

Harris Trust & Savings Bank,
as Indenture Trustee

By: 
Title: ASSISTANT VICE PRESIDENT

State of Delaware)
) SS
County of New Castle)

On this _____ day of _____, 1998, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he is _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 18th day of February, 1998, before me personally appeared Jeffrey L. Kliney, to me personally known, who being by me duly sworn, say that he is Asst. Vice President of Harris Trust & Savings Bank, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

T. Muzquiz
Notary Public

[Notarial Seal]



My commission expires: 8-13-2001

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